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**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

CAPMARK FINANCIAL GROUP INC., *et al.*,

Plaintiffs,

-against-

GOLDMAN SACHS CREDIT
PARTNERS L.P., *et al.*,

Defendants.

**Civil Action No.
1:11-cv-07511-RWS**

**DECLARATION OF MICHAEL C. HARWOOD IN OPPOSITION TO THE
GOLDMAN LENDERS' MOTION TO TRANSFER THE ACTION
TO THE DISTRICT OF DELAWARE PURSUANT TO 28 U.S.C. § 1412**

I, MICHAEL C. HARWOOD, declare under penalty of perjury as follows:

1. I am a member of the law firm of Kasowitz, Benson, Torres & Friedman LLP, counsel for Plaintiffs Capmark Financial Group Inc., Summit Crest Ventures, LLC, Capmark Capital LLC (f/k/a Capmark Capital Inc.), Capmark Finance LLC (f/k/a Capmark Finance Inc.), Commercial Equity Investments LLC (f/k/a Commercial Equity Investments, Inc.), Mortgage Investments, LLC, Net Lease Acquisition LLC, SJM Cap, LLC, Capmark Affordable Equity

Holdings LLC (f/k/a Capmark Affordable Equity Holdings Inc.), Capmark REO Holding LLC, and Capmark Investments LP, in the above-captioned proceedings, and am admitted to practice before this Court. I submit this declaration in opposition to the Goldman Lenders' Motion to Transfer the Action to the District of Delaware pursuant to 28 U.S.C. § 1412.

2. Attached hereto are true and correct copies of the following documents:

Exhibit 1: Excerpt from the Term Facility Credit and Guaranty Agreement, dated May 29, 2009 ("Secured Credit Facility").

Exhibit 2: Excerpt from the Third Amended Joint Plan of Capmark Financial Group Inc. and Certain Affiliated Proponent Debtors Under Chapter 11 of the Bankruptcy Code, Case No. 09-13684 (Bankr. D. Del. Aug. 23, 2011) [Docket No. 3558].

Exhibit 3: *Notice of Occurrence of Effective Date of Chapter 11 Plan*, Case No. 09-13684 (Bankr. D. Del. Oct. 6, 2011) [Docket No. 3851].

Exhibit 4: Excerpt from the Transcript of Proceedings, Hearing held regarding Contested Matters, Case No. 09-13684 (Bankr. D. Del. Oct. 19, 2010).

Exhibit 5: Excerpt from the Transcript of Proceedings, Oral Argument, Case No. 09-13684 (Bankr. D. Del. Oct. 26, 2010).

Exhibit 6: Excerpt from the Transcript of Proceedings, Hearing held regarding Contested Matters, Case No. 09-13684 (Bankr. D. Del. Oct. 14, 2010).

Exhibit 7: *Response of the Goldman Lenders to the Motion of the Official Committee of Unsecured Creditors for Entry of an Order Granting it*

Leave, Standing and Authority to Prosecute Causes of Actions on Behalf of the Debtors' Estates, Case No. 09-13984 (Bankr. D. Del. Aug. 31, 2010) [Docket No. 1616].

Exhibit 8: Excerpt from the Transcript of Proceedings, Hearing held regarding Disclosure Statement, Case No. 09-13684 (Bankr. D. Del. Jul. 6, 2011).

Exhibit 9: Excerpt from *Schedule F – Creditors Holding Unsecured Nonpriority Claims*, Case No. 09-13689 (Bankr. D. Del.) [Docket No. 560].

Exhibit 10: Excerpt from the Credit Agreement, dated March 23, 2006.

Exhibit 11: Excerpt from the Bridge Loan Agreement, dated March 23, 2006.

Dated: December 22, 2011
New York, New York

By: s/ Michael C. Harwood
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